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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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-05/12/99--01052--023

*****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SAINT JOHN'S ALF, CORP. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

- Walk in, Pick up time 2.0, Mail out, Will wait, Photocopy, Certified Copy, Certificate of Status

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Table with 2 columns: Category, Description. Rows: Profit, NonProfit, Limited Liability, Domestication, Other.

Table with 2 columns: Category, Description. Rows: Amendment, Resignation of R.A., Officer/Director, Change of Registered Agent, Dissolution/Withdrawal, Merger.

Table with 2 columns: Category, Description. Rows: Annual Report, Fictitious Name, Name Reservation.

Table with 2 columns: Category, Description. Rows: Foreign, Limited Partnership, Reinstatement, Trademark, Other.

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5-13-99

Examiner's Initials cc

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SAINT JOHN'S ALF. CORP.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VII: The new Board of Directors of the Corporation will be as follow: BARBARA PEREZ, as President, and her address is 343 W. 45 Street, Hialeah, Fl. 33012

ARTICLE VIII: The name and Post Office addresses of the new subscriber will be as follow: Barbara Perez, 343 W. 45 Street, Hialeah, Fl. 33012

The New Registered Agent will be as follow: BARBARA PEREZ, 343 W. 45 Street, Hialeah, Fl. 33012.

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

The shares of this corporation will be under the name of the new President, Barbara Perez, at the 100%.

THIRD: The date of each amendment's adoption: 04.05.1999

FOURTH: Adoption of Amendment(s) (check one)


- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (voting group)"


- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 5th. day of April, 19 99

Signature 
 (By the Chairman or Vice Chairman of the Board of Directors,
 President or other officer if adopted by the shareholders)
 OR
 (By a director if adopted by the directors)
 OR
 (By an incorporator if adopted by the incorporators)

Ifrain Ferreira
 Typed or printed name
President
 Title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.


 Barbara Perez

04.05.1999
DATE